



**VIRGINIA COMMONWEALTH UNIVERSITY  
BOARD OF VISITORS  
GOVERNANCE AND COMPENSATION COMMITTEE  
APRIL 22, 2022  
JAMES CABELL LIBRARY  
901 PARK AVENUE, ROOM 311, RICHMOND, VIRGINIA  
&  
VIRTUAL  
MINUTES**

**COMMITTEE MEMBERS PRESENT**

Ms. Carolina Espinal, *Chair*  
Mr. Peter Farrell  
Mr. Todd Haymore  
Mr. Keith Parker (joined at 1:12 p.m.)  
Mr. H. Benson Dendy III, *Rector, ex officio*

**COMMITTEE MEMBERS PRESENT VIRTUALLY**

Ambassador Carmen Lomellin, *Vice Chair*  
Ms. Pamela El  
Ms. Alexis Swann (joined at 1:12 p.m.)

**COMMITTEE MEMBERS ABSENT**

None

**OTHERS PRESENT**

Mr. Jacob Belue, *University Counsel*  
Ms. Cathleen Burke, *Associate Vice President Human Resources*  
Ms. Chelsea Gray, *Assistant Secretary and Board Liaison & Executive Assistant to the President*  
Members of the Media via livestream

**CALL TO ORDER**

Ms. Carolina Espinal, Chair of the Governance and Compensation Committee, called the meeting to order at 1:03 p.m.

**CLOSED SESSION**

Ms. Espinal moved that the Governance and Compensation Committee of the Board of Visitors of Virginia Commonwealth University convene a closed session under Section 2.2-3711(A)(1) of the Virginia Freedom of Information Act for the discussion of personnel matters, more specifically relating to the performance evaluation and compensation of the President. The motion was seconded and was approved by a roll call vote:

<b>Vote</b>	<b>Ayes</b>	<b>Nays</b>
Ms. Carolina Espinal, Chair	X	
Ambassador Carmen Lomellin, Vice Chair	X	
Ms. Pamela El	X	
Mr. Peter Farrell	X	
Mr. Todd P. Haymore	X	
Mr. H. Benson Dendy III, Rector	X	

Mr. Parker and Ms. Swann were absent for the vote. They entered the meeting during closed session.

### **RECONVENED SESSION**

Following the closed session, the public was invited to return to the meeting. Ms. Espinal called the meeting to order. On a motion duly made and seconded the following resolution of certification was approved by a roll call vote:

#### **Resolution of Certification**

BE IT RESOLVED, that the Governance and Compensation Committee of the Board of Visitors of Virginia Commonwealth University certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements under the Virginia Freedom of Information Act were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion by which the closed session was convened were heard, discussed or considered by the Committee.”

<b>Vote</b>	<b>Ayes</b>	<b>Nays</b>
Ms. Carolina Espinal, Chair	X	
Ambassador Carmen Lomellin, Vice Chair	X	
Ms. Pamela El	X	
Mr. Peter Farrell	X	
Mr. Todd P. Haymore	X	
Mr. Keith Parker	X	
Ms. Alexis N. Swann	X	
Mr. H. Benson Dendy III, Rector	X	

All members present responding affirmatively, the resolution of certification was adopted.

### **ADJOURNMENT**

There being no further business, Ms. Carolina Espinal, Chair, adjourned the meeting at 2:05 p.m.